

"PUPPETMASTER"

by

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From An Original Idea By

Charles Band

"PUPPET MASTER"

FADE IN:

OPENING CREDITS are SUPERIMPOSED over a series of ANTIQUE PAINTINGS, DRAWINGS, and POSTERS of medieval PUPPETS and MARIONETTES in various performances.

FADE TO BLACK

The ROAR of ocean waves POUNDING against rocks FADES IN.

FADE IN:

EXT. HIGH ROCKY BLUFF OVER-LOOKING OCEAN - DAY

Fierce and pitiless waves smash up against the jagged, deadly rocks below. The CAMERA CRANES UP and ACROSS the rocks to reveal a magnificent old Gothic seaside resort in the near distance.

SUPERIMPOSE TITLE CARD: BODEGA BAY, CALIFORNIA
ON THE EVE OF WORLD WAR II

EXT. BODEGA BAY HOTEL - DAY

Ground level CAMERA POV* glides easily over trimmed green lawn. EXTREMELY WIDE ANGLE LENS keeps every passing object, down to each single blade of grass, in sharp focus.

(*PRODUCTION NOTE: A rule of thumb for the MOVING CAMERA POV is that it is tilted slightly down at a 15% angle which allows for a limited "height" of most people or objects in the FRAME.

As a result of the angle, we should never see more than "knees down" of humans unless the CAMERA POV makes a distinct look upwards to see something it normally wouldn't. And when it does look up, it is usually at about an 85% angle which means the POV is looking at an exaggerated straight up angle.)

The light patter of tiny feet helps create the illusion that the MOVING POV belongs to a living character.

Like dramatic macro-photographic images that create an entirely different reality by magnifying the tiniest object to an exaggerated degree, the prowling CAMERA POV gives us a whole other perspective of the ground it covers.

The CAMERA POV passes around the trunk of a tree and suddenly comes upon a huge snarling dog, chained to a guardhouse. The animal goes crazy, growling and snapping at the CAMERA POV.

The camera wobbles, then slowly inches backwards as the dog lunges to the end of its chain!

Quickly, the CAMERA POV races away.

INT. BODEGA BAY HOTEL, SUITE - DAY

A lifeless puppet (GENERIC PUPPET) sits on the sill of the bay window. Although his body is turned slightly inward, his head faces toward the outside ocean view.

A weary-looking MAN in his sixties (ANDRE TOUTON, the PUPPETMASTER) sits at a work table tinkering with a puppet (THE JESTER) that is in various pieces. Surrounding him are assorted tools of the trade, puppet parts, and sundry mechanical control devices.

Additionally, there are a number of ancient Egyptian paraphernalia (candles, papyrus paper with strange markings, smoking incense, various bottles of liquid, tubes of ointment, etc.) scattered about.

Most prominent of all is a small, hand-sized black Egyptian Siamese cat with emerald green eyes. This is the main icon (which the CAMERA TRACKS in on to create a magical moment).

The PUPPETMASTER picks up the body of the JESTER puppet, dips a delicate brush into a strange bubbling jar of glittering paint and finishes the last touches of detail on the puppet.

When he's done he sets the JESTER down. He picks up some of the ancient writings and begins to recite a strange brief litany.

Abruptly, the JESTER'S three-tiered sections rotate in opposite directions with the speed of a slot-machine. The PUPPETMASTER recites another command from his ancient markings.

Again, the three sections of the puppet lock into place one right after the other. The resulting expression is entirely different from the sad frown it began with. In it's place is an ironic, sly grin.

A slight warm smile creeps across the PUPPETMASTER's face for a moment... and then suddenly disappears as a cold fear twists his expression. He cocks his head as if listening for some impending danger.

EXT. BODEGA HOTEL - DAY

HIGH VIEW LOOKING DOWN on the winding gravel driveway that leads to the stately old resort. We SEE an ominous looking BLACK SEDAN weaving its way towards the front entrance.

INT. ATTIC WORKSHOP - DAY

the puppet on the window sill swivels its head towards the PUPPETMASTER. The PUPPETMASTER glances back, anxiously.

PUPPETMASTER
I know. They're coming.

EXT. BODEGA BAY HOTEL, PARKING LOT - DAY

The CAMERA POV moves steadily across a parking lot toward the front entrance of the hotel. Abruptly, the front wheel of the 1936 black running car stops the CAMERA POV as it suddenly appears out of the RIGHT SIDE of the FRAME.

The CAMERA POV hastily backtracks, looks up and over toward the driver's side of the Running car. A deathly, pale-white ASSASSIN exits the running car. He reveals a German Luger, cocks it, then slips it into the outside pocket of his coat. Out of the passenger side, a similarly dressed ASSASSIN exits, also reveals a Luger.

ASSASSIN #1
(in German)
They want him alive. Understood?

The second Assassin nods.

CAMERA POV turns abruptly and heads towards the hotel, fleeing from the Assassins.

Racing with breakneck speed, the CAMERA POV zig-zags through neatly trimmed hedges on its way toward the front entrance.

INT. ATTIC WORKSHOP - DAY

The JESTER PUPPET suddenly spins it's three-tiered sections in sheer panic. When they lock in place, the expression of a "terrified" JESTER is present.

PUPPETMASTER
(unafraid)
It's all right. They won't get you.

INT. HOTEL LOBBY - DAY

The CAMERA POV sprints through several sets of legs criss-crossing at the entrance to the hotel. It continues moving through the lobby, dodging the passing feet of various hotel guests.

Racing for an old steel grate elevator. The CAMERA POV slips between a nurse's legs and the wheels of a wheelchair she pushes into the elevator. The old mechanical cage jerks upward and the view of the lobby disappears.

INT. ATTIC WORKSHOP - DAY

The PUPPETMASTER is calmly packing away his puppets into a classical, sticker-plastered cruise trunk with carefully customized slots for each puppet (there is even a special slot for the Siamese cat icon).

INT. HOTEL LOBBY - DAY

Focusing on the feet of the two ASSASSINS (who continue to walk in unison with military precision). The CAMERA TRACKS backward just barely keeping ahead of the rapidly advancing FIGURES. The CAMERA RISES from their feet to reveal the faces of the ASSASSINS. They are expressionless, their automaton, pale-white pallor that of walking dead men.

INT. ATTIC WORKSHOP - DAY

With great care and gentle love, the PUPPETMASTER continues sequestering his puppets.

PUPPETMASTER

What a shame we didn't have more
time.

INT. ELEVATOR - DAY

The CAMERA POV watches the floor indicator creep from 4 to 5... and then stopping at 6. The ancient door slides open and the nurse pushes the wheelchair out into the hall.

The POV hops off the back of the chair, barely missing getting run over by one of the wheels... and darts off down the hall in the opposite direction.

INT. HOTEL LOBBY, BY ELEVATOR - DAY

The ASSASSINS look up at the arrow indicator which has stopped on the sixth floor. One of them reaches out with his black leather gloved hand, pushes the UP button.

INT. HOTEL, TOP FLOOR, HALLWAY - DAY

The CAMERA POV continues speeding toward the far end of the hallway. An OLDER WOMAN rounds the corner, spots the speeding POV (she looks directly into the CAMERA), and proceeds to SCREAM!

The CAMERA POV races past the hysterical OLDER WOMAN, then rounds the corner. It continues on for another twenty or thirty feet, then comes upon a door that is opened by the PUPPETMASTER just as the CAMERA POV arrives. Without stopping, the CAMERA POV continues on into the ATTIC WORKSHOP.

INT. ATTIC WORKSHOP - DAY

The PUPPETMASTER closes the door, then bends down, looks right into the CAMERA, reaches out and picks it (the unseen puppet) up.

PUPPETMASTER

Yes, we know. We saw them too.

In one of those gee-whiz-how-did-they-do-that magical shots, the PUPPETMASTER sets the (CAMERA POV) unseen puppet on the dressing table. The CAMERA POV swivels and suddenly reveals our hero puppet (SWITCHBLADE).

He looks at his reflection, his hollow, eyeless sockets facing eerily ahead, the PUPPETMASTER in the b.g. just over his shoulder. SWITCHBLADE turns back to the PUPPETMASTER.

PUPPETMASTER

I'm afraid it's over.

From behind, SWITCHBLADE lowers his head.

INT. ELEVATOR SHAFT - DAY

The old gears grind - metal on metal as the steel cables drop the iron weights and the cage slowly rises.

INT. ATTIC WORKSHOP - DAY

The tired old PUPPETMASTER is just placing SWITCHBLADE in his custom slot in the old, well-traveled trunk. He rubs the lifeless puppet rather affectionately, a tender moment.

He then crosses to the table, gathers up the secret Egyptian materials, places them in the trunk in special slots.

He then crosses to a corner area of the room, pulls back a throw rug, removes a section of floorboards.

He carefully sets the suitcase in a snug hiding spot, then replaces the floorboards, covers them with the throw rug.

INT. TOP FLOOR, HALLWAY - DAY

The elevator stops and the door opens. The ASSASSINS look to the left, then to the right and start off in that direction.

INT. TOP FLOOR, HALLWAY - DAY

The PUPPETMASTER crosses to the dressing table, sits wearily. He looks lamentably at his reflection, then opens a drawer, freezing at the sound of approaching footsteps in the hallway outside his room.

INT. TOP FLOOR, HALLWAY - DAY

The ASSASSINS round the corner, step up to the door of the PUPPETMASTER with Lugers drawn. One of the ASSASSINS puts his ear to the door, listens. He whispers to his partner, then steps back, KNOCKS with the butt of his weapon.

INT. ATTIC WORKSHOP - DAY

The PUPPETMASTER reacts, turning to the door.

ASSASSIN
(o.s., mumbled with
German accent)
Monsieur Andre Touton?

He reaches into the open drawer, removes a handgun. He looks straight into the mirror at his reflection.

PUPPETMASTER
We gave a good show.

The scene SHIFTS into SLOW-MOTION as the PUPPETMASTER raises the gun to his temple.

INT. TOP FLOOR, HALLWAY - DAY

The two ASSASSINS start to kick the door in (CONTINUING IN SLOW-MOTION).

INT. ATTIC WORKSHOP - DAY

The PUPPETMASTER smiles serenely as he pulls the trigger. The opposite side of his face explodes outwards, splattering blood graphically against the wall, and all over the ASSASSINS as they smash the door in and barge into the room. Starting with the PUPPETMASTER slumped over dead, the SLOW-MOTION CAMERA PANS down the PUPPETMASTER'S arm, PANNING DOWN until it comes to a stop on the smoking gun (still clutched in his hand).

EXT. YALE UNIVERSITY - DAY

The quad is filled with students on this pleasant Spring day. In the distance, we can HEAR the BAND practicing.

SUPERIMPOSE TITLE:

YALE UNIVERSITY
FIFTY YEARS LATER

INT. YALE ANTHROPOLOGY DEPARTMENT - DAY

THROUGH the open window we can HEAR the BAND outside.

PULLING BACK TO REVEAL ALEX WHITTAKER, late thirties. Likeable and charming in his own way. Anthropology professor.

He sits in his chair, slumped over and dozing off in dreamland.

His little cubby-hole office is cluttered with Indian artifacts, strange African carvings, sand paintings, primitive tools, pots, weavings, spearheads, mummified skulls and remnants of ancient ceremonial dress and ritualistic designs.

PUSHING IN on him we can SEE his eyes dart about in REM sleep behind the lids as he mumbles something incoherent.

ANGLE - PANNING ROOM

The strange artifacts seem to be glaring at him while he sleeps.

ANGLE - ALEX

His sleep becomes troubled. His mumbling more pronounced. His breath deepens and sweat beads on his forehead.

TILTING DOWN TO the front of his shirt. The white material suddenly speckles in five places with tiny crimson stains.

TILTING BACK UP TO his face. Sweat pours down as his facial muscles twitch nervously with unconscious awareness. His mumbling becomes frantic as if some unseen horror tries to escape from his sleep...

... and then suddenly his eyes pop open in terror!

He glances down at the front of his shirt. The specks are growing into reddish smears on the white material.

With a trembling hand he slowly reaches up and unbuttons the shirt and opens it up... REVEALING the repulsive sight of FIVE ENGORGED LEECHES attached to the flesh of his chest. Feeding ravenously on him until they explode with a splash of blood!

INT. ANTHROPOLOGY OFFICE - DAY

Alex Whittaker suddenly bolts upright in his chair as he snaps out of the daydream nightmare, SCREAMING the name GALLAGHER at the top of his lungs!

A couple of seconds as he settles his nerves... and then his SECRETARY pops her head in the door.

SECRETARY

(concerned)

Are you okay, Mr. Whittaker?

He nods slowly, still bothered by the horrific image in his thoughts. He touches the front of his clean white shirt.

ALEX

... I'm fine.

He turns away from her and stares out the window. His troubled thoughts far off.

Somewhere in the distance of sound we can HEAR the mid-way MUSIC of a travelling carnival.

EXT. CARNIVAL - NIGHT

The mid-way is alive with carny barkers and thrill seekers.

SUPERIMPOSE TITLE: GREAT BEND, KANSAS

INT. FORTUNE TELLER'S TENT - NIGHT

Darkly lit. Tarot wall hangings. Ancient Egyptian images cheaply painted on a folding screen behind the FORTUNE TELLER. DANA, late thirties, dark Gypsy features, eccentric glaring eyes. Dressed in Salvation Army pickups -- colorful bandannas, the whole smear.

She sits across from a YOUNG COUPLE that holds hands and anxiously await their view into the future through DANA's eyes.

In DANA's lap is a stuffed (as in 'once alive but now dead and stuffed') dog that she gently strokes with one hand as her other caresses the smooth glassy surface of the CRYSTAL BALL on the table in front of her.

DANA

(a good act)

I see great things for you! Many,
many great things!

YOUNG GIRL

Like marriage?

DANA

Definitely!

The young girl beams! The hick next to her blushes.

YOUNG GIRL

Is Buddy ever gonna get a real
job?

DANA

(gazing deeply into
the Crystal ball)

I see... retail sales!

YOUNG GIRL
(shaking her head)
He ain't got no learnin' for that!

DANA
(quickly)
Construction maybe!

The young couple smile at each other, satisfied.

BUDDY
What kinda construction?

A sudden dark expression flashes across DANA's face and her hand freezes on the crystal ball!

DANA
(in a sudden daze)
...Hotel...

Her arm begins to tremble as the glass orb starts to heat up under her fingertips. A strange sensation washes over her body as an alien thought invades her senses.

QUICK FLASHBACK TO THE EXTERIOR OF THE BODEGA BAY HOTEL!

DANA's head snaps back as the image quickly fades but her eyes rivet on the crystal ball as it begins to glow red hot beneath her hand.

DANA
(trancelike)
... A huge old hotel! You'll be
working with... Gallagher...

Her whole body suddenly shakes with a fit as her hand SIZZLES on the blistering glass and the hair on her head stands on end!

The young couple jump back in a panic at the strange sight and stumble out of the tent as the crystal ball suddenly shatters into a million shards and DANA is thrown back against the wall from the force!

Unconscious! BLACKNESS!

EXT. PEARL RIVER - LOUISIANA - NIGHT

Inky darkness and deathly still along the river banks.

INT. SHARECROPPER'S SHACK - NIGHT

A small fire crackles in an old stone fireplace. Outside, the night is alive with the sounds of frogs.

SUPERIMPOSE TITLE: PEARL RIVER, LOUISIANA

PANNING ACROSS the small ancient looking room. It not only contains the remnants of one's living quarters but the appearance of a place of worship also. Hundreds of candles flicker along the walls and floor. In the burnt umber glow we can SEE painted figures of animals, fish, astrological signs and religious deities. Statues of Saints. And a large wooden crucifix without the Christ figure on it.

PANNING TO ROWENA THIBIDAUX, a striking looking black woman in her early forties. Dressed in the all white cotton from head to toe of a HOODOO.

She kneels on the stone floor of the shack in front of a small religious altar -- drawing Voodoo symbols (VEVERS) in a pile of dark red clay with an old petrified chicken claw.

Her voice rises with a soft CHANT in French Creole...

... and then suddenly a painful groan bubbles out of her throat and her body goes rigid! Her eyes roll back in their sockets and her hand slowly draws in the clay as if someone or something is guiding her thoughts.

Her trembling hand scratches the words; BODEGA BAY in the dirt with the claw...

... and in a flash... a roaring wind suddenly whips through the shack and extinguishes all the candles!

EXT. FORTY STORY SKYSCRAPER - DAY

Sunlight glares off the glass facade. The deafening street noise rises from below.

SUPERIMPOSE TITLE: NEW YORK CITY

INT. SKYSCRAPER, HALLWAY - DAY

A YOUNG DELIVERY MAN makes his way down a hall and enters a suite of offices. The sign on the door reads: PENSA, INC.

INT. PENSA, INC. LAB - DAY

The male research SUBJECT is attached to a battery of electrodes and wires that run from his body to computers.

Monitoring all this is DR. FRANK FORRESTER, late thirties, impeccable dresser with steel hard eyes and a brilliant mind... and his assistant, CARISSA STAMFORD, late twenties, sensual looks with an equally brilliant mind.

Frank's specialty is the relationship of sexual pain to pleasure and the clarity of thought it creates.

Carissa also has the ability to register psych-metric images. (picking up psychic pictures of past events from exposure to physical places of things that were present at the time of the event).

An ASSISTANT enters and motions to Carissa.

ASSISTANT

Call for you on line one.

Carissa picks up the phone.

CARISSA

Yes?

(pause)

... Alex! We were expecting your call.

Frank glances over at her with interest.

INT. ALEX WHITTAKER'S OFFICE - DAY

He sits at his desk, talking on the phone.

ALEX

(excited)

You've had contact too, then?

INT. PENSA, INC. LAB - DAY

CARISSA
(on phone)
We both did. Last night. It was
quite intense.

INT. ALEX'S OFFICE - DAY

He sits back in amazement.

ALEX
(on phone)
What does it mean? Why all of us
at once?

INT. PENSA, INC. LAB - DAY

Carissa nods at Frank.

CARISSA
(on phone)
Frank thinks he found the old
man's hiding place.
(pause)
... We heard from the Hoodoo and
that carnival geek this morning.
They know where he is.
(another pause)
... Some old resort on the
California coast. You can fly
with us or meet us in San
Francisco.
(another pause)
... Fine. See you there.

She hangs up the phone.

CARISSA
(with an uneasy
smile)
The question is...if he's found
it... will he share it.

FRANK
(icily)
If he doesn't... we'll just take
it. His power never was as
strong as ours.

EXT. HIGH ROCKY BLUFF OVER-LOOKING THE OCEAN - LATE DAY

The raging surf pounds the jagged, deadly rocks below.

PANNING OVER to the old Bodega Resort in the distance. It's a cold gray overcast day and the ancient structure is silhouetted against the steely pink glare of the setting sun.

THERESA V.O.

...I don't know who they think
they are! Just bargain' in here
out of the blue!

INT. BODEGA HOTEL - UPSTAIRS HALLWAY - LATE DAY

MOVING WITH MEGAN GALLAGHER and THERESA as they make their way down the hall towards the main staircase.

Megan is a young beauty, late twenties, dark haunting features that reflect an innocent charm. She seems tense and pre-occupied as she hurries along.

Theresa is her maid and handywoman. A tough old latin cookie in her early fifties. No nonsense -- tell it like it is kind of woman.

MEGAN

... they're probably the friends
Neil said would show up after...

Her words trail off as a wave of emotion washes over her.

THERESA

(offering her a
hanky)

These don't look like no friends.

INT. HOTEL - LOBBY - LATE DAY

Megan and Theresa descend the huge old ornate staircase.

THERESA

They look more like trouble,
that's what they look like.

MEGAN

Don't be rude, Theresa.
(forcing a smile)
...Hello... I'm Megan Gallagher!

HER POV - DOWN ON THE LOBBY AS SHE DESCENDS

Standing near the front door of the Hotel, with all their baggage, are Alex, Frank, Carissa, Rowena and DANA.

A strange sight in all their varied eccentricity of dress.

Megan's voice gets their attention and all eyes gaze up at her. Eyes that reflect surprise, shock... and in Alex's case, a warm attraction.

ANGLE - ALL

As Megan reaches the bottom of the stairs.

Frank and the others shoot looks of amazement at each other.

CARISSA
(to Frank)
Somebody married Neil?

He quiets her -- forcing a smile back at Megan.

FRANK
(offering his hand;
introducing the
others)
I'm Frank. This is Carissa,
Rowena, DANA...and Alex.

Alex shakes Megan's hand, shyly -- his eyes lingering on her delicate features.

FRANK
(smoothly)
I must say this is a pleasant
surprise. We weren't aware that
Neil had gone off and gotten
himself married.

DANA
(coldly)
What kind of woman marries the
likes of Neil Gallagher?

Theresa shoots the Gypsy an icy stare.

Frank quickly jumps in.

FRANK
I hope this isn't an intrusion
but...

MEGAN
(cutting him off)
No! No! Neil said you'd be
coming.

ROWENA
(suspicious)
Did he now?

CARISSA glares at Frank. Unamused by his interest in the young Megan.

CARISSA
An' where might ol' Neily boy be?

A look of horror flashes across her face and a tear wells in the corner of her eye.

MEGAN
(struggling with
emotion)
... I thought you knew.

FRANK
(putting on that
smile again)
Knew what, my dear?

MEGAN
Neil's dead.

The news hits them like a freight train!

FRANK
(smile instantly
fades)
Dead?

CARISSA
(stunned)
As in... dead?

Megan nods.

INT. SALON - DAY

An open casket surrounded by assorted floral arrangements and candles sits at one end of the salon. Facing the casket, are Frank and the others. Staring down at the embalmed figure of Neil Gallagher in disbelief.

Megan touches a handkerchief to her tearful eyes.

As she stands over the body, she places a hand affectionately on her dead husband. After a moment of silence, she turns and faces the group. She wipes her eyes, struggles to put on a composed face.

MEGAN

Gallagher made me promise I
wouldn't cry.

(tearing again)

It's a hard promise to keep.

ALEX

(softly)

How did he die?

She does her best to gather herself, to stop crying and regain enough composure to speak.

MEGAN

... He killed himself.

Carissa leans towards Frank.

CARISSA

(whispering)

this must be one of that
sonofabitch's practical jokes.

Frank jabs her with an elbow to shut up.

FRANK

You said something before about
knowing we were coming?

MEGAN

He left a note.

(fighting back tears)

... With instructions. He wanted
to be embalmed but not buried
until his friends arrived. I was
starting to give up hope when
Theresa said you were here. He
used to talk about you quite
often.

CARISSA

(whispering to Frank
again)

I'll bet he did!

He nudges her again.

FRANK

When exactly do you plan on
burying him.

MEGAN

(crossing back from
the casket)

Tomorrow afternoon. If you can
stay, that is?

Frank glances at the others. They all quickly nod.

FRANK

(back to Megan)
We'd be only too happy.

Megan heads for the door, motioning for Theresa.

MEGAN

Theresa and i will show you to
your rooms...and then we'll see
about some dinner.

(stopping; turning
back)

Although I don't know any of you
personally, I feel like I do. I
mean... you must've been quite
important to Neil. And... well...
I'm just pleased that you came.

They all force uncomfortable smiles back at her.

MEGAN

(a thought)
One thing troubles me. How did
you know to come?

FRANK

He... sent us messages.

MEGAN

Letters?

ALEX

You might call it that. More like
a personalized note.

MEGAN

(hurting)
But he didn't... happen to say
what he was going to do? Or why?

He can see the pain in her.

ALEX
(empathetic)
No... I'm sorry.

She sighs.

MEGAN
That's the hardest part for me.
Not knowing why.

She turns away and heads out of the salon.

FRANK
If you don't mind, Carissa and I
would like to stay a little longer
-- pay our respects.

MEGAN
Certainly. I'll return shortly
and show you your rooms.

ROWENA
I'll stay a few moments also.

Megan and Theresa lead Alex and DANA out of the salon.

CARISSA
(turning to Frank)
What the hell is going on? How
come none of us picked up that he
was dead?

FRANK
He must've blocked the image
somehow when he projected the
messages.

ROWENA
Maybe he's not dead.

She pulls a long ugly HAT PIN from beneath her straw hat and
crosses to the casket.

CARISSA
What are you doing?

ROWENA
Just making sure.

She first sticks the tip of the needle into the jugular vein of
the body. Green embalming fluid seeps out. She removes the
needle, sticks it in yet another part of the neck. Again, the
green embalming fluid seeps out.

Then, quite abruptly, ROWENA jams the needle all the way into the side of GALLAGHER'S neck. The meticulous mutilation of the dead body is gruesome.

ROWENA then takes the sharp-pointed hat pin, places it over the heart area of the body. She uses both hands to push it into the heart. Frank seems to get a perverse pleasure out of the sight.

ROWENA
(wry, understated
with a grin)
Dead as a doornail.

INT. HOTEL, SECOND FLOOR HALLWAY - DAY

MEGAN escorts ALEX down the hallway. ALEX carries his single piece of luggage.

MEGAN
This is the only section of the hotel that hasn't been torn apart by the renovation. As old as they are, I think you'll find the accommodations to be quite nice.

She stops at room #20, unlocks the door, walks in with ALEX following behind her. She crosses to the bathroom, opens the door, then turns back to ALEX.

MEGAN
I suppose I should warn you...

Alex doesn't acknowledge her, suddenly lost in a daze.

Her voice seems to fade as he gazes around. The walls are tastefully decorated with old, turn-of-the-century poster art of vaudevillians and assorted street performers -- and puppets.

ALEX is drawn to the puppets as if by some compelling force beyond simple curiosity. He places a hand lightly on the mesmerizing artists renditions of the various puppets.

The CAMERA CREEPS in to the puppets (INTERCUT with the CAMERA CREEPING into the face of ALEX). It is as if the puppets are trying to reach out to ALEX in a cosmic sense, to connect with him, to warn him...

... and then her voice fades back in and he snaps out of his trance.

ALEX

...I'm sorry! What were you saying?

MEGAN

Just that the heat doesn't work that well in this section so you would do well to dress warm.

He turns back to her and their eyes meet for a moment.

A electricity crackles between them... just a spark... but enough to unnerve them...

... and then she breaks the spell and heads for the door.

MEGAN

I'll let you settle in then. See you at dinner... Alex.

ALEX

Right. See you then.

She exits, closing the door behind her.

He stares at the door for a long moment... and then shakes his head.

ALEX

(to himself)

Stay clear, Alex. She's trouble.

A smile slowly creeps over his face.

ALEX

(on the other hand)

... I could use a little trouble.

INT. HALLWAY OUTSIDE DANA'S HOTEL ROOM - SUNSET

THERESA just exits DANA'S hotel room, closing the door behind her. She starts to leave, then stops, bends down to the keyhole, looks through.

THERESA'S POV:

INT. DANA'S HOTEL ROOM - DAY

DANA calmly crosses to the smaller of her suitcases. She opens it to reveal the stuffed dog.

She places the bizarre creature on her night table, immediately starts up a conversation with it.

DANA

I'll bet you're starving to death,
aren't you Pumpkins?

She takes out a pop-top can of dog food and a bowl from her suitcase. She opens the dog food, pours it into the bowl which she then sets in front of the stuffed dog.

DANA

Bon Appetit, little one.

She then returns to her other suitcase. The CAMERA CREEPS into the suitcase.

DANA

Now, let's open shop.

Just as the CAMERA arrives (bringing the suitcase into virtual FULL FRAME), it reveals the contents: looking like the suitcase of a traveling salesman hocking his wares, the suitcase is over-flowing with assorted tools of a white witch.

She stops suddenly as if sensing something. She turns, looks toward the entrance door (as if looking directly at THERESA).

INT. HALLWAY OUTSIDE DANA'S HOTEL ROOM - SUNSET

THERESA abruptly pulls back from the keyhole, dashes away. Just as she rounds the corner, the door to DANA'S room opens and she sticks her head out, looks both ways.

INT. ROWENA'S HOTEL ROOM - SUNSET

The last fading rays of daylight stream through the glass windows as Megan opens the door and enters. Rowena steps in behind her and plops her carpetbag down on the bed. A cloud of dust rises from the spread.

MEGAN
(apologizing)
I'm sorry but these rooms haven't
been used for quite a while.
(whipping the sheets
from the furniture)
I'll have Theresa clean up as soon
as she can get to it.

ROWENA
(taut)
Don't bother.

She crosses to the window and gazes out at the fading light.

Megan stares at the strange woman silhouetted against the amber glow of sunset with an uneasy feeling.

MEGAN
... That's a pleasant aroma you're
wearing. What is it?

ROWENA
(icy)
Hickory and chicken blood.

The room falls into uncomfortable silence for a moment...

... and then Megan backs towards the door.

MEGAN
... Well ... if you need
anything...

ROWENA
(cutting her off)
I won't.

Megan backs out and closes the door.

INT. LOBBY, ELEVATOR - DAY

THERESA now escorts CARISSA and FRANK into the elevator carrying their luggage. The door closes and the three turn to face the elevator door -- and the CAMERA.

CARISSA is suddenly hit with a (clairvoyant) vision. She jerks her head, then places both hands to the sides of her head.

FRANK
What's wrong?

CARISSA
Something happened in this
elevator...
(a beat)
... something...

She moves around, edging toward the other side, squeezing between THERESA and FRANK. She comes to a spot on the opposite side, stops as if this is the spot.

INT. ELEVATOR - PSYCHOMETRIC IMAGE FLASHBACK

We SEE the back of a man as he attacks a YOUNG WOMAN -- pinning her against the steel grating of the back wall of the elevator. She is SCREAMING but we can't HEAR it.

INT. ELEVATOR - SUNSET

She strains to clear the flash back.

CARISSA
A man... forcing a woman to have
sex right here.

FRANK
(interested)
What man?

There is a sudden pained expression on Carissa's face.

INT. ELEVATOR - PSYCHOMETRIC IMAGE FLASHBACK

The young woman scratches at the man's face -- he turns away and we SEE that it is Neil Gallagher. He rips open her dress in a rage, exposing her naked breasts.

INT. ELEVATOR - SUNSET

She registers the image, painfully.

CARISSA
... Gallagher! But the woman's
not his wife.

Theresa quickly steps in.

THERESA

That little slut who worked here before! Don't be bringin' up this stuff around Mrs. Gallagher now.

(suddenly realizing)

... How do you know about it, anyway?

They ignore her.

Carissa convulses with another painful image.

CARISSA

Something's not right! There was someone else here too.

FRANK

Who?

She is silent for a moment, straining to see into the past, to see clearly what is "not right." Finally, she gets the image!

INT. ELEVATOR - PSYCHOMETRIC IMAGE FLASHBACK

The young woman continues SCREAMING as her eyes rivet on something above her.

HER POV - ON THE STEEL GRATE CEILING OF THE ELEVATOR

Flashes of something moving in the darkness above... Something small... More than one!

INT. ELEVATOR - SUNSET

Carissa rocks her head back against the steel as the image suddenly fades.

CARISSA

(rubbing her head:
catching her breath)

... I don't know. Something.

INT. HALLWAY - HOTEL - EVENING

Theresa emerges from Frank and Carissa's room, shutting the door behind her.

THERESA

(contemptuously)

Assholes!

She disappears down the dark hall.

INT. FRANK & CARISSA'S ROOM - EVENING

Frank checks the cleanliness of the room. Rubbing his hands across the wooden dressers, sniffing around the bath. A real anal retentive.

Carissa flops down on the bed, spreading her hands and arms as wide as possible to feel for flashback images.

CARISSA
(excited)
Oh, my God, Frank!

FRANK
What?

CARISSA
This is a movie star bed!

She closes her eyes as if to sense the presence of the past patrons of the bed.

FRANK
A what?

She writhes around sensually on the old bed.

CARISSA
Sex symbols of the silver screen,
Frankie! Come feel it! It's an
absolutely fabulous bed!

Frank crosses and joins her on the bed. They embrace, kissing passionately. Her hand slips down the front of his pants and she squeezes hard.

His expression lights up with a flash of pain and pleasure.

CARISSA
If it's here, we'll find it,
Frank. I'll make you see clearer
than you've ever seen before.

She suddenly rolls away and caresses the bed with a new excitement!

CARISSA

Oh my God! It was them! They did
it right here on this bed!

FRANK

Who?

She opens her eyes and turns pointedly to Frank.

CARISSA

... Clark Gable and Carol Lombard.

INT. LOBBY, NEAR FIREPLACE - NIGHT

A roaring fire crackles in the huge fireplace. Flames licking
up the chimney, causing shadows to dance across the room.

A pair of champagne glasses are sitting on an expensive oak
table. A bottle enters frame, fills the glasses.

ALEX

(O.S.)

Do you think this has to do with
the old puppetmaster?

FRANK

(O.S.)

If it has to do with Neil
Gallagher, it has to do with the
old puppetmaster.

A set of hands ENTER FRAME, pick up the glasses. The CAMERA
FOLLOWS the glasses as they are raised until they REVEAL Frank
and Alex.

ALEX

Maybe that's why he killed
himself.

FRANK

What do you mean?

ALEX

Maybe Andre Touton didn't have it
after all. Maybe the legend was
just that... a legend.

Frank raises his glass in a toast.

FRANK

One way or another, I'm staying
until I find out.

Theresa suddenly appears from the lobby.

THERESA
(announcing)
Dinner's ready.

INT. HOTEL SALON - NIGHT

MEGAN enters the SALON, crosses to the still open casket. Dead GALLAGHER is still there, still dead. She crosses to him, places a gentle hand on his chest.

MEGAN
Sweet dreams.

She kisses her two fingers, places them gently on his lips.

... and then she silently exits.

PUSHING IN SLOWLY on Gallagher. The stillness of death is suddenly interrupted by the faint patter of little feet scurrying across the floor.

In the b.g. a couple small shadows dance across the wall and vanish.

INT. HOTEL DINING ROOM - NIGHT

The dining room has been tastefully restored to the elegance of its former years. The table is set with the best silverware and settings, set as if it is going to be a night to remember.

Alex and the others are seated around the huge old ornate dining table, lost in heated conversation and drinking wine.

The only person missing is Megan...

... After a few moments... Megan enters.

MEGAN
Good evening.

GUESTS
(simultaneously)
Good evening.

She crosses to the head of the table and while remaining standing, picks up her champagne glass, raises it in a toast.

MEGAN

To my husband...

The guests pick up their glasses to participate in the ceremonial toast.

MEGAN

... may his soul rest in peace.

DANA

(a slightly drunken
sarcasm)

That should be a neat trick.

They all shoot daggers at her.

Megan is visibly hurt by the cruel jab.

FRANK

(to DANA)

Don't be a cynic, DANA.

DANA

(low to Frank)

I'm not a cynic, Frank. A cynic
is pathetically hopeless. I
prefer to think of myself as a
nasty bitch.

ALEX

(trying to calm her)

Enough, DANA, huh?

She reels back at him with the courage of liquor!

DANA

Fuck you, you Ivy League stiff.
Who's kidding who? We all hated
the ground he walked on. There's
only one reason we're all here.
So why continue this pitiful
charade for the benefit of the
grieving widow.

(to Megan)

The truth is, honey... your
husband was a conniving bastard.
And all of us hated his guts.

Megan's face goes white as her eyes fill with tears. She jumps up from the table and runs for the dining room doors.

Alex gets up and chases after her.

FRANK
(in a rage)
That was a wonderful display of
tact, you carny sideshow! It
should make our job here immensely
easier.

EXT. HOTEL PORCH - NIGHT

Megan emerges from the hotel and crosses to the edge of the porch. Still upset and fumbling to light a cigarette.

Behind her we can SEE Frank and the others seated at the dining table THROUGH the dining room windows.

After a few moments... Alex exits from the hotel and joins her.

ALEX
... I'm sorry. I don't know what
got into her. She's not always
that rude.

MEGAN
(fighting her anger)
Who are you people? I don't
understand any of this!

She struggles to light her cigarette. Alex takes out a lighter and lights it for her.

Alex gazes through the window at Frank and the others... and then turns back to Megan.

ALEX
... We're what you might call...
magicians.

She looks at him strangely.

ALEX
(after a silence)
... We can see things others
can't...and do things others can't
do.

MEGAN
Like what?

ALEX
(hesitant)
A... little bit of everything.
E.S.P. Psychometry. Animism.
Magnetism. Have you ever heard of
these powers?

MEGAN
(nodding)
Neil talked of them... once in a
while. The wisdom of wizards he
used to call it.

ALEX
(smiling)
In a manner of speaking. But
we're not wizards. Just humans
with a few extra gifts, that's
all.

He turns and points in at Frank and the others.

ANGLE - ON FRANK AND THE OTHERS

The dinner is in full progress. Everyone is eating, drinking,
speaking in small cliques (versus the large, full - table,
everyone-participating-in-the-communal-conversation).

ALEX speaks in a private voice to MEGAN explaining WHO'S WHO AT
THE DINNER TABLE. (IN STYLIZED SLOW-MOTION, the CAMERA
CAPTURES each individual guests as ALEX describes them in
VOICE-OVER).

(NOTE: we can't hear anyone's conversation except ALEX and
MEGAN in VOICE-OVER).

ALEX (V.O.)
Your... late husband found Frank
and Carissa about six years ago in
St. Louis. Frank's specialty is
the relationship of Psychic
clarity and the pleasure pain
threshold.

The SLIGHTLY SLOW-MOTION CAMERA CAPTURES FRANK'S wandering left
hand that affectionately caresses CARISSA.

ALEX (V.O.)
... Carissa was one of his
students. She's adept in
psychometry.

The SLIGHTLY SLOW-MOTION CAMERA MOVES TO DANA.

ALEX (V.O.)

... Frank lead Gallagher to DANA a couple years later. She tries to hide her powers behind a cheap carnival act. But the truth is, she's really quite proficient in spiritualistic witchcraft.

THE CAMERA PANS OVER TO Rowena.

ALEX (V.O.)

... And Rowena is a Hoodoo. I don't really know that much about it. But she practices something called JuJu. It's some sort of mixture of herbalism and psychic visions.

ANGLE - ALEX AND MEGAN

as he turns back to her.

MEGAN

And what about you? What do you do?

ALEX

... I dream.

MEGAN

Everyone dreams.

ALEX

But not about things to come.

She shivers from the night chill.

MEGAN

Is it true? What she said about Neil?

ALEX

That we hated him? Yes.

MEGAN

Why?

He glances in at the others... and then back to her.

ALEX

(trancelike)

Gallagher was looking for something. Something he thought we all could help him find. Something he promised to share with us.

(beat)

... But he cheated us. He took what we knew...and then disappeared.

MEGAN

What was it he was looking for?

He drifts back.

ALEX

Let's go back inside.

INT. DINING ROOM - HOTEL - NIGHT

A short while later.

They are all seated around the table. Their somber faces illuminated in the dim glow of the candles.

The CANDLES SLOWLY TRACKS AROUND the table as the tale unravels.

FRANK

... How did you meet Gallagher?

MEGAN

(lost in the memory)

My family owned the hotel. When my parents were killed in an accident a few years ago it was left to me. Neil was a guest here then. He helped me through the hard times. We fell in love.

DANA emits an incredulous grunt. Carissa shoots her a hard look... and then turns back to Megan.

CARISSA

How long were you married?

MEGAN

Almost two years.

(thinking back)

... The first year was nice. But then... he got... depressed. He wanted to shut down the hotel. to renovate it. So I let him.

(eyes welling with tears)

... but things just got worse.

They all exchange looks.

MEGAN

(wiping the tears away)

...what is this all about?

They all hesitate.

FRANK

(after a silence)

...have you ever heard of the Philosopher's Stone?

MEGAN

(unsure)

I've... heard of it. Sort of.

FRANK

It's three great powers are the ability to change any mineral into gold. To dissolve any and all organic matter. And to breath life into inanimate things.

ROWENA

Your late husband spent his whole life in search of the third power.

DANA

Only a handful of great Alchemists in all history have been known to posses it. One was Andre Toulon. The famous puppetmaster of Berlin.

CARISSA

Legend has it that Toulon distilled the essence of mercurial life and added it to his paints when he created his puppets.

Frank pours Megan some more wine.

FRANK

Hitler was a great follower of the black arts. When news of the Puppetmaster's magic reached him he ordered Toulon to create five evil little monstrosities for his own pleasure.

DANA

Toulon did it. But before he gave them to that Nazi bastard he fled to America with his knowledge of the Stone and his creations.

FRANK

For three years we helped Gallagher try to piece together what happened to the Puppetmaster after he reached America.

ROWENA

But every psychic direction we took lead to a dead end.

CARISSA

Or so we thought!

They all go silent again, glancing around at one another.

Megan looks to each.

MEGAN

(pressing)

What?

Finally Alex speaks.

ALEX

We think he finally found what he was looking for... here in this hotel.

A sudden realization bubbles up Megan's spine with an icy chill... and she fights it.

MEGAN

(angered again)

... I don't believe any of this!

There is a sudden, PIERCING SCREAM (from THERESA). It seems to come from the hotel lobby. The guests stand, rush toward the SCREAMING.

INT. HOTEL LOBBY - NIGHT

The collected guests, led by ALEX and FRANK, rush out of the PRIVATE DINING ROOM and come upon THERESA SCREAMING. There is a large, high-back chair in the f.g. facing away from CAMERA.

THERESA is facing whomever (or whatever) is sitting in the chair. The various guests come running up behind THERESA.

The CAMERA circles around the chair (and the group) to reveal the body of GALLAGHER sitting by the fireplace, a smile on his face, eyes open.

Megan appears slightly behind the group and is horrified by the sight of her dead husband.

She SCREAMS, then faints dead away.

ALEX rushes to help her, catching her in his arms.

DANA

He's alive!

FRANK

No! He's dead.

(with surety)

Believe me, he's dead.

DANA

Then how did he get here?

FRANK

(glancing over at
Theresa)

That's a very good question.

Theresa helps Alex as he lifts Megan into his arms.

THERESA

Well I sure as hell didn't carry
him in here!

FRANK

(glancing around at
the others)

Maybe not. But somebody did.

EXT. HOTEL - NIGHT

Panoramic ESTABLISHING SHOT of the backside of the hotel as seen from the ocean. The night is dark and ominous. Somewhere in the far distance the RUMBLE of THUNDER rolls across the horizon.

INT. HOTEL SALON - NIGHT

Frank, Carissa, DANA and Rowena are struggling with considerable effort lifting the body of Gallagher back into the casket. After they virtually drop it back into it, Frank wipes his hands with his handkerchief.

FRANK

Starting tomorrow, we're going to tear this place apart.

CARISSA

You really think it's here?

FRANK

I really do.

DANA

It still don't make sense. If he found it. Why kill himself?

ROWENA

And who's playing games with his body?

DANA gazes down into the open casket at Gallagher's body.

DANA

(with contempt)

I don't trust that sonofabitch. I still think he's up to something.

CARISSA

(gazing up at the ceiling)

Maybe it's her that's up to something.

INT. MEGAN'S ROOM - SECOND FLOOR - HOTEL - NIGHT

Megan lies on her bed. Theresa passes some smelling salts under her nose and she awakens with a start.

Alex kneels down next to the bed.

ALEX

How do you feel?

MEGAN

(groggy)

...not good.

THERESA

I think you and the rest of them
looney tunes better be out of here
in the morning.

ALEX

(insistent)
That's not a good idea.

THERESA

Says who?

He turns back to Megan.

ALEX

I've got a bad feeling. I think
you might be in danger.
Something's not right.

THERESA

You stop this scaring her!

ALEX

(snapping back to
her)
This isn't a joke! I can feel
something... bad in this hotel.
(crawling into a
chair)
... Besides... they're not leaving
till they find what they're
looking for.

THERESA

(in a huff)
We'll see about that after I call
the police.

MEGAN

(quickly)
No! No police.

An uncomfortable silence. Theresa glares at Alex for a
moment... and then quickly exits.

Megan strains to sit up in bed. Alex reaches over to help.

Their hands meet and for a second a spark of electricity dances
between them.

ALEX

I know this must seem incredible
to you. But you've got to trust
us.

MEGAN
... I trust you.

A moment... and then he lets go of her hand.

ALEX
(trying to console
her)
... he wasn't all as bad as we
make him out to be. Gallagher had
a brilliant mind. He was a very
gifted psychic himself. And he
wasn't without certain charm when
he wanted. That's probably why
you loved him.

MEGAN
(with a sudden
coolness)
... who said I loved him?

INT. FRANK AND CARISSA'S HOTEL ROOM - BATHROOM - NIGHT

Carissa relaxes in hot bath -- watching Frank in the other room
as he unpacks an array of leather restraints and other bondages
paraphernalia from one of their bags.

CARISSA
What are you doing?

CARISSA
What if it really does exist? And
what if we find it? What would
you do with it? The power. If
you had it?

He doesn't answer. She glances back into the other room.
Frank has disappeared.

CARISSA
(calling out)
Frank?

No answer.

CARISSA
(getting a little
anxious)
... Frank?

Still no answer. The silence becoming unnerving.

She listens intently for a sound... nothing! And now her adrenaline really starts pumping.

She slowly reaches up for the towel, trying not to make a sound. Standing, wrapping the towel around her. She shivers as her feet touch the cold tile floor.

Inching across the bath towards the open doorway. Her heart pounding in her chest!

As she reaches the doorway...

CARISSA
(whispering)
...Frank?

She reels back as he suddenly appears in the doorway.

FRANK
What?

She plops down on the ornate bath bench with a gasp!

CARISSA
You scared the hell out of me, you
bastard!

FRANK
Sorry.

Suddenly she starts shuddering and her hands go between her legs.

CARISSA
Oh, God!

Frank turns back.

FRANK
What is it?

Carissa's head rocks back as the image flashes in her brain.

CARISSA
... Two women... Navy. Second
World War...

FRANK
And?

Carissa arches her body backward with a wave of pleasure.

CARISSA
They spent their entire leave in
this tub...

INT. HOTEL, PRINCIPAL HALLWAY - NIGHT

ROWENA is walking down the hallway painting strange configurations along the door frames of each guests hotel room when ALEX exits Megan's room.

For a moment, he watches in silence. ROWENA dips a cut-off chicken foot into what appears to be a bowl of blood, then makes the strange markings with the claws of the chicken foot. Finally, ALEX announces his presence.

ALEX

What are you doing?

ROWENA looks up at the approaching ALEX, but continues going about her business.

ROWENA

(darkly)

We're all in danger. He means to kill us.

ALEX

Who?

ROWENA

Gallagher.

ALEX

He's dead.

ROWENA

Even the dead have their ways.

She takes his hand and wipes the bloodied chicken foot across his palm.

INT. SALON - NIGHT

Candles have been lit around the casket creating a spooky, atmospheric look. The CAMERA CREEPS toward the still open casket.

It finally comes to a stop hovering over the body of GALLAGHER, focusing on the peaceful countenance. There is a strange, CLICKING sound coming from the dark depths of the casket (the closed section over the main portion of the body).

INT. HOTEL - NIGHT

Its ancient exterior against dark brooding sky. The THUNDER POUNDS nearer. A strong wind blows across the landscape.

Lights can be seen in several hotel windows... and one at the very top.

INT. FRANK & CARISSA'S HOTEL ROOM - NIGHT

The light is low and atmospheric, the mood sensual. On the bed, nude CARISSA is laying face down (eyes closed) while FRANK pours (and rubs) oil over her back and buttocks. The lust in FRANK's eyes intensifies as he admires her body.

His expression slowly darkens and he stops.

He reaches over and holds up a pair of HANDCUFFS.

FRANK

You do me now.

INT. ALEX'S HOTEL ROOM - NIGHT

He takes off his coat, tosses it on the bed, then crosses into the bath.

He splashes some cold water on his face... and then stares at himself in the mirror for a long moment...

... Suddenly, he is startled by what seems to be the "patter of little feet" across the carpet in the other room.

ANGLE - OTHER ROOM

Alex enters and gazes around.

ALEX

Hello?

He listens intently. No answer... just the sound of his own breath.

He crosses to the door and opens it -- peering out into the dark hall.

LOW ANGLE

That CAMERA POV suddenly races out from under the bed and streaks towards the unsuspecting Alex.

ANGLE - ALEX

He shakes his head, perplexed... and starts to close the door.

LOW ANGLE

In the dim light something small and shadowy flashes between Alex's legs and barely clears the doorway into the dark hall as the door slams shut.

ANGLE - ALEX

He turns away and crosses back into the bath.

INT. MEGAN'S HOTEL ROOM - NIGHT

The CAMERA SLOWLY PUSHES IN on her as she lies on the bed, seeming asleep.

Just as it MOVES IN CLOSE her eyes suddenly pop open with a strange wild look...

... and she quickly rolls out of bed and EXITS FRAME.

INT. OFF LOBBY - NEAR FIREPLACE - NIGHT

All the lights are off except for the one in the main lobby.

Theresa enters in the dim light from the dying embers of the fire and crosses to the fireplace. She picks up the POKER and starts spreading the coals around so they will burn out.

We suddenly see a flash of movement in the shiny brass of the fireplace screen.

Theresa doesn't catch it...but a few seconds later her ears perk to the patter of little feet.

She spins around and catches a glimpse of what seems to "something" that darts across the shadows of the room and disappears into the pitch dark beneath a massive old couch.

She stares at the couch with an expression of doubt. Not sure she really saw anything at all.

She starts to turn away when her eyes suddenly catches one of the tassels beneath the couch swinging in the air.

THERESA
(under her breath)
What the hell?

She slowly crawls over to the couch with the poker and thrusts it under the couch. Swinging it back and forth.

Nothing...

She shrugs and crawls back to the fireplace -- crushing out the last embers with the poker and then setting it down next to her on the brick hearth.

She turns away and re-adjusts the screen -- reaching back for the poker to put it away... it's gone!

As she quickly turns and glances over her shoulder we SEE the shadowy expression of the JOKER PUPPET shift from a frown to a sneer in the blink of an eye!

...as he swings the poker hard and it connects to the side of her head with a bone shattering crunch!

ANGLE - FIREPLACE

A spray of blood splatters the dying embers with a SIZZLE!

INT. DANA'S HOTEL ROOM - NIGHT

A wooden match stick, that virtually FILLS THE FRAME, ignites, bursting into bonfire-size FLAME.

The match is moved to light a cigarette hanging from DANA's mouth... and then to light a candle on the table in front of her.

She blows the match out as the CAMERA PULLS BACK.

Sitting on the table, as if it's watching her, is her little stuffed dog.

DANA shuffles a deck of Tarot Cards and starts to turn them over on the table one by one... until she exposes the DEATH CARD.

DANA
(to her dog)
Not a good sign, is it, Pumpkins?

She reaches into her bag and takes out an old dust covered bottle filled with a mixture of whiskey and laudanum.

She un-corks it and takes a long pull from the bottle.

As she replaces the cork her eyes catch the stuffed dog and she seems to react to an unseen admonishment from the long dead creature.

DANA
 (to the dog)
 Just an itsy bitsy tad to take the
 edge off!

Suddenly, Frank and Carissa's bed begins to POUND against the wall and we can HEAR the unmistakable sounds of wild sex from the next room!

DANA rolls her eyes and shakes her head in disgust.

DANA
 (taking another hit
 from the bottle)
 ... It's gonna be a long night!

INT. FRANK AND CARISSA'S HOTEL ROOM - NIGHT

As the CAMERA PULLS BACK, it reveals that FRANK is now handcuffed to all four corners of the bed. He is nude, covered partially by the top-sheet and by the nude body of CARISSA who straddles him and rides him like a wild woman.

Frank wears the leather mask covering his face, with the eyeholes tied shut so he can't see. And a rubber ball is jammed in his mouth, so he can't make any noise.

He moans and undulates beneath her as she digs her long sharp fingernails into the soft flesh of his chest.

INT. ROWENA'S HOTEL ROOM - NIGHT

A strange voodoo-like statuette sits next to a candle floating in a blood-red liquid container. The SOUND of FRANK and CARISSA making love can be HEARD, albeit slightly more faint than in DANA'S hotel room.

Nevertheless, the SOUNDS of the rhythmic sexual pumping is distinctive. The CAMERA CIRCLES the statuette until ROWENA revealed OUT-OF-FOCUS in the deep b.g.

The CAMERA FOCUSES THROUGH to ROWENA who CHANTS softly in unclear gibberish.

She starts softly beating a palm-sized DRUM. After a moment, it becomes clear she is BEATING the DRUM to the rhythmic beat of the notorious lovers.

The rhythm of the drum segues into part of the MUSICAL SCORE that mimics the sexual tone... growing darker in its melody.

INT. HOTEL LOBBY - NIGHT

Dark and silent. Nothing moves. The sound of the WIND HOWLS outside.

INT. OFF LOBBY - HOTEL - NIGHT

The embers in the fireplace have gone out. Silence. Dark shadows play against the walls from the movement of trees in the wind outside.

ANGLE - MANTLE

An old antique clock fills the silence with an ominous tick-tock!

INT. HOTEL STAIRWELL - NIGHT

Dark. THUNDER RUMBLES outside. Inside everything is deathly silent...

...and then the faint SOUND of MACHINERY!

INT. ELEVATOR SHAFT - NIGHT

The pulleys and gears CREAK into operation as the massive weights cause the cage above to ascend.

INT. HOTEL - SECOND FLOOR - NIGHT

The dimly lit hallway is empty. From the far end, we can HEAR the elevator rising.

SWISH PANNING TO the other end of the hall as the elevator grinds to a halt at the second floor. The blackness of its empty cage offering an un-holy invitation.

Dead silence as the THUNDER fades away... the seconds hang in the still air like hours...

...and then, suddenly, the iron grating of the elevator starts to open.

INT. ELEVATOR - NIGHT

The LOW CAMERA POV hesitates as the grating slides open... and then races out of the elevator and streaks down the hall with that patter of little feet!

It comes to a stop outside one of the hotel room doors.

Looking around... spotting a chair.

It runs to the chair and drags it back to the door.

The CAMERA POV struggles to climb up on the chair and peers through the keyhole.

We SEE the inside of ROWENA's room, dimly lit by the candle.

She's nowhere in sight as the POV SCANS the room...

...and then she suddenly appears from the bath and crosses to the bed. She packs a corncob pipe and starts to light it but an uneasiness suddenly comes over her and she shoots a stare directly at the door.

The CAMERA POV quickly moves away from the keyhole.

INT. ROWENA'S HOTEL ROOM - NIGHT

She stands there for a long moment, staring at the door and listening.

No sound... or movement. Just deathly silence again.

The unnerving sensation fades and she turns away and lights her pipe again.

INT. HOTEL - SECOND FLOOR HALL - NIGHT

The CAMERA POV hops down from the chair and drags it down the hall to the next door.

It climbs up and peers into the keyhole again.

WE SEE the inside of Frank and Carissa's room.

She rides him with wild abandon! Scratching and biting him into a frenzy of pain and pleasure.

INT. FRANK AND CARISSA'S HOTEL ROOM - NIGHT

The two of them are totally lost in the passion of unbridled sex.

CARISSA
(breathlessly)
How do you feel?

She reaches down and pops the rubber ball out of his mouth.

FRANK

Clear! I'm beginning to pick up something...

His voice trails off as the passion rises to another level.

The CAMERA CIRCLES them as they work themselves into a real sweat. CARISSA has clearly entered another phase.

FRANK

Where are you?

CARISSA

The best place ever.

She jams the rubber ball back in his mouth.

The CAMERA PUSHES IN on the door in the b.g. We can SEE the doorknob slowly turn and a sliver of faint light from the hall creeps across the floor as the door opens a few inches.

LOW ANGLE

The CAMERA POV races across the open flood space and disappears into the darkness under the bed.

ANGLE - FRANK AND CARISSA

The continue the passion with unsuspecting abandon.

LOW ANGLE

A SECOND CAMERA POV streaks from the open door, across the floor and vanishes beneath the bed.

ANGLE FRANK AND CARISSA

This time the patter of little feet catches Carissa's attention and she suddenly stops moving above him.

FRANK

(perplexed; unable to
see through the
mask; mumbling
through his rubber
ball gag)

What are you doing? Don't stop
now!

CARISSA

(unnerved)
Shhh!

FRANK
(angered; mumbling)
I was just peaking!

CARISSA
(climbing off him)
Shut up, Frank! I heard something!

FRANK
(frustrated without sight or mobility; mumbling)
You're just hearing things!

CARISSA
(fuming)
That's what I just said!

She shoots a nervous look over her shoulder and spots the open door in the shadows.

CARISSA
(suddenly frightened)
There's somebody in here!

FRANK
(struggling to get free; mumbling)
What!

A HIGH SPEED WHIRRING SOUND suddenly shatters the silence from under the bed!

Carissa and Frank freeze!

FRANK
(mumbling)
What the hell is that?

CARISSA
Something's under the bed!

She crawls off the bed and drops to her hands and knees.

FRANK
(helplessly trussed up; mumbling)
Get me out of this goddamn mess!

The WHIRRING grows to a HIGH PITCH WHINE!

Carissa slowly inches back the tussle of sheets and blankets and peers into the dark beneath the bed.

HER P.O.V.

The TUNNELER PUPPET suddenly emerges from the shadows into the faint light with a flashing grin slashed across his wooden expression! The razor-sharp cone-shape top of his head spinning wildly.

Her heart jumps to her throat and her mouth rips open to SCREAM but it's abruptly cut off as the Tunneler lowers his and drives the steely point between her lips!

ANOTHER ANGLE - FROM ACROSS THE BED

The WHIRRING grinds to a lower pitch as the tunneler burrows through flesh and bone! (WE CAN'T SEE THIS. THE ACTION IS BELOW THE EDGE OF THE BED)

A whirling spray of blood erupts from behind the bed and we SEE Carissa's hand reach up over the edge of the mattress!

FRANK
(scream/mumbling)
Carissa!

The intake of air causes the rubber ball to be sucked farther into his mouth, cutting off the sounds of his panic.

Her hand clutches at the bloodstained sheets in desperation...

...and then slowly goes limp and slides back down out of view.

The WHIRRING stops... and silence descends over the room.

The CAMERA SLOWLY MOVES AROUND to Frank's face as he lies there in the quiet. We can't SEE his expression behind the mask, but we can tell by his frozen silence he's scared and confused.

The sound of little feet patter on the wooden floor!

Frank's head snaps in the direction of the noise.

FRANK
(mumbling through the
gag)
Carissa?

No answer.

He struggles to work the gag out of his mouth. The rubber ball moves slightly... enough to breath easier.

FRANK
(still mumbling, but
clearer)
Carissa? What happened?

No answer.

He fights to work the mask off his face. It barely budes.

Again we HEAR the patter of feet across the floor and Frank freezes again.

FRANK
(through the gag)
Carissa? Is that you?

Silence answers. A small shadow dances across the far wall.

FRANK
(mumbling)
If this is supposed to be a joke,
it's not funny!

He shakes his head violently -- trying to work the mask free.

At the edge of the bed we suddenly SEE two tiny feminine hands grasp the sheet... and MS. LEECH PUPPET pulls herself up on the bed.

The slinky little beauty sashays (as much as a wooden puppet can sashay) up the bed towards Frank's head.

He stops struggling with the mask -- sensing the presence of something near.

FRANK
(mumbling)
Carissa?

Again no answer. But Ms. Leech leans down and nuzzles his ear.

He jumps at her touch... and then settles back as the sensation stirs the passion in him again.

FRANK
(smiling; mumbling)
What are you up to?

She doesn't answer... but it doesn't matter as he relaxes thinking its Carissa.

Ms. Leech crawls up on Frank's chest and walks down to his belly.

He squirms under her and moans with pleasure as she rakes her tiny fingers across his chest.

She stops and gazes up at him.

FRANK
(mumbling)
Don't stop now!

Suddenly, she begins convulsing with a retching motion!

FRANK
(mumbling)
What are you doing?

His mouth cracks open and a repulsive, fidgeting, black slimy leech-like creature squeezes its way out her throat and lands on Frank's chest. Its fang-like orifice digging into the soft flesh.

The sliver sharp teeth bring a quick passion to Frank and he starts groaning with pleasure.

Ms. Leech moves down his stomach and begins convulsing again, giving birth to another horrifying leech that drops down on Frank's belly with a wet plop! Fixing its teeth into his sensitive skin and starting to gorge itself.

TILTING UP TO Frank as he writhes with pleasure.

The Tunneler Puppet suddenly crawls up the bed next to him. It reaches over with devilish glee and unsnaps one of the mask's eyeholes... pulling it back so Frank can see!

The one eye squints for a second in the rush of light...

... and then suddenly pops open wide with terror as it fixes on what is happening!

A SCREAM starts up Frank's throat but the Tunneler hammers the rubber ball gag deep into his mouth with his tiny fist and the SCREAM comes out a muffled gag!

Frank thrashes around like a mad man -- trying to rip his hands free!

INT. DANA'S HOTEL ROOM - NIGHT

A CRASH on the other side of the wall wakes her from her light sleep. She leans up on her elbow with her little stuffed dog in her other arm and stares at the wall.

We can HEAR Frank's garbled SCREAMS and the bed slamming against the wall on the other side.

DANA rolls her eyes in disgust.

DANA
That fuckin' guy's gonna wear it
out.

(pounding on the
wall)
Give it a rest!

INT. FRANK AND CARISSA'S HOTEL ROOM - NIGHT

Frank is caught in a nightmare he can't get out of. He continues to thrash about the bed but it's futile.

The leeches grow heavy with his blood... near the bursting point.

The Tunneler dances with glee, his little grooved head spinning with excitement.

Ms. Leech looks up at Frank, stares at him eerily..

He stops SCREAMING. Staring back down at her vacant expression with that one bloodshot eye... as the final terror suddenly dances up his spine!

FRANK
(shaking his head; a
garbled plea)
Oh God! No! Please!

She turns and looks down at his groin. When she turns back her mouth drops open with a bloodcurdling HISS!

Frank tries in vain to rip his hands free from the cuffs! The cries of insanity lodged in the back of his raw throat behind the rubber ball...

... As Ms. Leech leans over and begins to retch up another grotesque bloodsucker over his crotch.

INT. HOTEL LOBBY - NIGHT

Dark and silent. Outside the wind HOWLS!

After a few seconds... we HEAR the sound of the elevator as it starts up and slowly descends to the lobby.

The CAMERA PANS ACROSS the lobby and PUSHES IN on the elevator as the cage comes to a stop. The grating inches back and DANA steps out of the shadows and shuffles across the lobby with her stuffed dog tucked under her arm.

INT. OFF LOBBY - NIGHT

A flash of lightning illuminates the dark interior as DANA fumbles her way across the room and finds a table lamp -- switching it on.

She gazes around and spots the bar. Her eyes instantly light up.

DANA
(crossing to it)
Now that we're up, we might as
well wet the ol' whistle, huh,
pumpkins?

She places the dog on the bar and starts to search through the liquor assortment.

The dog stares blankly at her with that soulless, pitiful expression.

DANA
What strikes your fancy, boy?

She continues searching. Turning to a small refrigerator. She opens it and spots a bottle of Dom Perignon.

DANA
What do we have here? The best of
the best.
(picking it up and
showing it to the
dog)
...A little bubbly?

The dog's expression almost seems to reflect a condescending look.

DANA
Dome on! Be a sport!
(as if she is
listening to the
dead animal talk)
...I know, I know! I'll take it
easy. Besides... it'll help us
sleep.

She pops open the bottle, pours a bowlful for her stuffed dog, then fills a glass for herself. She sets the bowl almost directly underneath the frozen mouth of the stuffed dog.

DANA

Slurp-up.

She moves to a bar stool next to her pet, starts sipping her champagne. She reaches out, pets her stuffed dog with genuine affection. Like a gifted mime who can convince us something is there when it isn't, DANA'S love and care for her stuffed dog is so convincing we begin to think it is alive - in spirit if nothing else.

DANA

Pretty fine libation, huh,
Pumpkins?

No response, no movement, no slurping - nada. Just that empty, distant stuffed face. DANA looks up, sees something reflected in the mirror in front of her.

She turns, sees the edge of Gallagher's casket in the Salon room - illuminated by the faint flicker of candle light.

She gets up, grabs her glass, dog and bag and crosses towards the salon.

INT. HOTEL SALON - NIGHT

A few candles still burn on the nearby table. Casting eerie shadows that dance along the walls.

The CAMERA TRACKS IN (dramatically) on Gallagher's casket.

It does the same in reverse (PUSHING IN on DANA as she enters the salon).

She comes to a stop and gazes down into the coffin at the body of Gallagher, resting in repose.

DANA
 (after a silence;
 with contempt)
 ...You don't fool me, Gallagher.
 This bullshit charade might work
 on them others. Cuz they're
 stupid.
 (walking around the
 casket)
 ...They spend too much time
 fuckin' and playin' with bones and
 chicken legs. But I ain't buyin'
 it. You're up to somethin', ain't
 you?

There is a CREAKING floorboard and DANA spins around to
 confront ROWENA as she steps out of the shadows.

DANA
 (startled)
 Jesus! Don't sneak up on people
 like that. You could've given me
 a heart attack!

ROWENA'S cold icy eyes look right past DANA to the casket.

DANA
 What are you doing down here
 anyway?

ROWENA
 (holding up her bag
 of gris-gris)
 It's time to put the dead to rest!

DANA rolls her eyes in disbelief.

DANA
 Good for you. Whatever it takes.

ROWENA glares at her and moves to the edge of the coffin.

DANA shoots her stuffed dog a "raised eyebrow" look and picks
 up the bottle of champagne.

DANA
 (sarcastic)
 If you need any help, I've got the
 number of a good witchdoctor. I
 think he makes house calls.
 (turning to leave)
 ...Goodnight.

ANGLE - ROWENA

Seething with anger at the gypsy's disrespect.

ROWENA
(under her breath)
Good riddance.

DANA exits in the b.g. The sound of her footsteps echoing on the floor as she crosses to the elevator.

ROWENA glances over her shoulder to make sure DANA'S gone... and then turns back and fixes on GALLAGHER's face with cool determination.

ROWENA
(whispering)
I know what to do about you,
Mister.

She turns away and opens her bag on a nearby table -- taking out various tool of her trade: a chicken foot, bottle of pig's blood, various amulets and a small Haitian voodoo tambourine.

While she works to ready her things, she whispers a litany of prayers in french under her breath.

In the b.g. we suddenly see a fleeting glimpse of something dart through the shadows near the entrance to the salon.

ROWENA continues, unaware of another presence.

LOW ANGLE

The CAMERA POV watches her as she goes about her work.

Moving slowly towards her in the protective darkness of the furniture.

ANGLE - ROWENA

She pours the bloody liquid into her palm, then dips the claws of her chicken foot in the blood. She sprinkles the blood onto the Haitian tambourine, the various amulets, and then on herself

ROWENA hangs the amulets around her neck, dips the chicken claw into the blood, picks up the treated Haitian tambourine. She turns to face GALLAGHER.

As she slowly edges toward him, she begins rhythmically SHAKING the tambourine, hitting it in a decidedly contrapuntal measure against her leg.

ROWENA
(chanting)
"Erzulie, mater dolorosa, erzulie
mapionne."

The CAMERA PULLS BACK from directly in front of ROWENA as she starts toward GALLAGHER. She gestures with the chicken claw, shaking it like Holy water while simultaneous shaking and hitting the tambourine, building crescendo in a throbbing, pulsating, syncopated rhythm.

ROWENA
(chanting)
"M'gain pouvoi, m'gain pouvoi,
m'gain pouvoi."

In the same MOVE, the CAMERA ARCS to the side, then CIRCLES ROWENA until it is behind her (bringing GALLAGHER into VIEW in the b.g.)

ROWENA
(chanting)
"Erzulie, mater dolorosa, erzulie
mapionne."

LOW ANGLE

The CAMERA POV moves stealthily towards her legs.

ROWENA O.S.
"Erzulie, mater dolorosa, erzulie
mapionne."

ANGLE - ROWENA

She continues SHAKING and HITTING the tambourine, gradually building in tempo and cadence. The CAMERA TRACKS in on GALLAGHER as ROWENA gets closer and closer. Likewise, it CREEPS IN on ROWENA, building the suspense.

ROWENA
(chanting)
M'gain pouvoi, m'gain pouvoi,
m'gain pouvoi."

She starts sprinkling the bloody liquid from the claws of the chicken foot on the coffin, continues chanting and PLAYING the tambourine, building to a frenetic cacophony.

LOW ANGLE

The CAMERA POV continues to inch closer.

ANGLE - ROWENA

When she reaches a point only a foot or so away from GALLAGHER, she stops (but continues CHANTING and PLAYING the tambourine).

DANA

"Erzulie, mater dolorosa, erzulie
mapionne. M'gain pouvoi, m'gain
pouvoir, m'gain pouvoir.

The CAMERA continues MOVING IN ON DANA (INTERCUT WITH) the CAMERA MOVING IN ON GALLAGHER, bringing both of them large in the FRAME.

Abruptly, she stops CHANTING and PLAYING the tambourine. The room falls absolutely silent. After a moment, she smiles.

ROWENA

I know how to handle you, Mister.

She licks some of the pig's blood off the chicken foot and mixes it with her saliva...

...and then leans down close to GALLAGHER and spits on the body.

In a flash, without warning, the SWITCHBLADE PUPPET pops out of the darkness of the closed lower half of the casket!

ROWENA reels back with a gasp!

LOW ANGLE

The CAMERA POV suddenly races the last few yards and slams into the back of ROWENA's legs.

ANGLE - ROWENA

In the split seconds of panic she glances down at the floor.

HER POV

The PINHEAD PUPPET grabs her ankles with its powerful little (huge) hands and yanks her feet right out from under her.

FLOOR ANGLE

As she falls into frame and cracks her head against the tile floor! Momentarily dazed!

ANGLE - BLADE

Standing on the top edge of the coffin.

He stares down at her with his empty eye sockets, and then whips his stubby hand out from his trenchcoat.

He holds his arm up and the sharp-pointed namesake blade shoots out of the stub, locking into place with a "Shhhhhhhtang!"

...and leaps down from the casket.

ANGLE - FLOOR

ROWENA shakes the cobwebs in her head just as BLADE lands at her feet.

Her eyes widen in terror and she starts to scream...

...but PINHEAD cuts it off by slamming his powerful fist down on her throat -- crushing her larynx with CRUNCH of cartilage!

Her SCREAMS diminish to a GARBLED empty rasp of air! And blood erupts from her throat!

BLADE pinwheels his arm and the razor sharp edge of steel catches a glint of candle light as it slices deep into the tendons of ROWENA'S ankle.

She writhes in agony as blood pours from the gash and hisses a silent scream!

She desperately tries to get to her feet but the severed tendon opens up and she falls under her own weight.

She quickly starts to crawl away from the two monsters. Struggling with all her strength to pull herself along the cold tile.

BLADE and PINHEAD just stand there for a moment as if they're suddenly inanimate again...

...and then their little legs come to life and they follow her. Slowly... in no hurry.

INT. LOBBY - NIGHT

ROWENA emerges from the off-lobby. Pulling herself along, painfully. Lost in a terror that grips her heart like a vise.

Screaming in vain through her crushed larynx with a blood drenched whisper!

BLADE and PINHEAD are a few yards back. Stalking her at a leisurely pace.

CLOSE ANGLE - ROWENA

Blood pouring from her mouth with each silent scream. The terror etched in her expression forever.

CLOSE ANGLE - BLADE

His empty face of indifference riveted on her. Slashing his blade through the air as he slowly follows.

CLOSE ANGLE - ROWENA

His tiny eyes glittering in the darkness as he slowly hunts her. His powerful oversized fists dangling limply at his sides.

ANGLE - ROWENA

She spots the elevator and heads for it...

...dragging herself into the cage and with a surge of energy she leans her weakening body against the floor and starts to slide it shut with her shoulder.

In the b.g. we see BLADE start to walk faster towards her.

PINHEAD follows a few steps behind him.

As the elevator door shuts inch by inch, BLADE and PINHEAD'S pace quickens...

... until the gate just about closes...

ANGLE - FLOOR

That low CAMERA POV suddenly races for the elevator and just squeezes past the iron gate as it slams shut!

ROWENA reels back from the little horror with agonizing empty screams!

Fighting and kicking at his slashing blade.

QUICK ANGLES

A cut on her arm...

A gash across her thigh...

A slice above her knee...

An explosion of blood and open flesh below her eye...

She connects with a wild kick and sends the puppet tumbling back against the gate.

The split second gives her enough time to hoist herself up with her last ounce of strength.

She clutches at the steel grating, hand over hand, pulling herself up by climbing the wall of the cage.

BLADE rights himself and slashes after her dangling legs as she grabs onto the top of the cage.

HIGH ANGLE

Looking down on her. She clings to the top of the cage. Kicking her bloodied legs down at the puppet as it tries to cut her... but it can't quite reach her...

...and for a fleeting second in this moment of terror she escapes BLADE'S torment...

...but then the patter of little feet on the top of the cage above her sends a chill bubbling up her spine and a new horror slices through her heart like a sliver of glass!

PINHEAD appears on the steel grating above her and starts to hammer his huge fists down on her weakening fingers.

Her silent screams toll the end as her grasp slowly slips away under the bone splintering blows from PINHEAD's fists...

...and down below, BLADE waits in the cage for her to drop.

With his dead vacant expression and his gleaming cutting edge still dripping with her blood...

...her desperate silent cries suddenly stop as she hands slip away...

...and she drops, in slow motion, down to the waiting puppet!

INT. ALEX'S HOTEL ROOM - NIGHT

The CAMERA slowly pushes in on him as he sleeps...

...in close as he suddenly awakens with a start.

He glances around, calming his frazzled nerves -- taking a deep breathe....

...and again he jumps at the sudden pounding at his door!

MEGAN O.S.

Alex? Are you awake?

He crawls out of bed, slips on his pants and shirt, and crosses to the door.

He opens it and MEGAN stands there in her nightgown, shivering in the chill.

MEGAN

(breathless)

Come with me. I want to show you something.

ALEX

What?

MEGAN

You'll see. Hurry!

he ducks back into his room, slips on his shoes -- and then follows her, closing the door behind.

INT. STAIRWELL - NIGHT

Moving with them as they make their way down the stairs.

ALEX glances around, apprehensively at the dark shadows in the dimly lit stairwell.

MEGAN

I couldn't sleep before. I was thinking about what you said at dinner. About how you think Neil found what he was looking for here in the hotel.

INT. HALLWAY - HOTEL - NIGHT

Dark and deserted. It's been blocked off for renovation.

MEGAN flicks on the flashlight.

Moving with them as they make their way down the hall.

MEGAN (CONT)

...then I remembered this one area
Neil never let me go to when he
started the renovation. He spent
hours in there by himself.
Everytime I tried to bring him
some food or something, I had to
just leave it outside. He said it
wasn't safe...

(with a hint of
contempt)

...that he worried about something
happening to me in there.

She stops at some old carved doors and glances over at him.

MEGAN

I went in here tonight.

(beat)

...and I found something.

She reaches for the doorknob and opens the door.

INT. BALLROOM - HOTEL - NIGHT

A large empty ballroom with high a sculpted ceiling and six
massive pillars that separate it.

Outside the wind howls with a vengeance, thunder rattles the
night, lightning flashes illuminate the interior...

...and standing in the middle of the huge room is the figure of
a man. All he wears is a pair of black linen pants. His arms
are painted with black wrist, elbow and shoulder joints, like
the joints on a puppet. And his face is covered with a wooden
puppet mask.

The CAMERA CIRCLES back to MEGAN and ALEX. He stands there in
stunned silence. Mesmerized by the figure.

ALEX

(after a silence)

...Who is it?

He starts towards the figure, but MEGAN stops him.

MEGAN

No! Wait... and watch. I told
you. I want to show you
something.

She backs away from ALEX, motioning for him to stay where he is...

...and then she slowly crosses to the figure... stopping in front of it.

She takes its arms, puts one around her waist and the other she holds in a dancing position.

From somewhere a distant waltz fades in and MEGAN and the figure begin to dance.

ALEX watches them, hypnotized by the bizarre sight. This strange puppet man and MEGAN.

They dance out of view behind one of the pillars.

ALEX moves to another pillar and MEGAN and the stranger appear again. Like two long lost lovers, dancing as one to the ethereal music. Her supple body outlined beneath the thin material of her nightgown by a flash of lightning.

ALEX continues among the pillars, catching glimpses of MEGAN and the stranger as they dance...

...Caught in a natural strobe from the intermittent lightning flashes!

Swirling faster and faster around the ballroom...

...until they finally come to a stop.

A gust of cold wind suddenly blows through the room and the strange puppet man draws MEGAN close to him and kisses her with his wooden mask lips.

ALEX stands riveted, breathlessly watching...

...as the puppet man slowly turns in his direction and removes the mask.

It's GALLAGHER! A maniacal grin slashed across his death-like face!

GALLAGHER
(laughing)
You can't save her, Alex!

GALLAGHER's hand clamps around her delicate neck and he begins to choke the life out of her!

ANGLE - ALEX

Reacting in a SLOW MOTION!

ALEX
(screaming)
Nooooo!

INT. ALEX'S HOTEL ROOM - NIGHT

ALEX bolts up in bed from the nightmare with the scream caught in his throat!

He sits there in the quiet chill of his room trying to shake the horrific image of the dream.

His whole body still tingling with adrenaline...

...and then something catches his eye and he slowly lifts up his hand and stares at it. It's covered with cold slick blood. So is his other hand... and the bedding all around him. The terror instantly rushes through him again and he slowly reaches out and peels back the sheets...

...around his feet are the three decapitated heads of FRANK, CARISSA, and ROWENA. Blood bubbles from their mouths as they smile back and greet him in unison!

THE HEADS
What's happen', Alex?

INT. ALEX'S HOTEL ROOM - NIGHT

This time he really bolts up in bed with a scream! Sweating bullets in the deathly stillness of his room!

A sudden knock at his door jolts him again!

MEGAN O.S.
(through the door)
Alex? Are you awake?

He hesitates! What's happening? Didn't he just go through all this?

Stumbling out of bed, slipping on his pants and a shirt, he crosses to the door and opens it. MEGAN is standing there in her nightgown.

MEGAN
(urgent)
Come with me. I found something.

ALEX
(hesitant)
...what?

MEGAN
You'll see. Hurry!

This replay unnerves him... but he grabs his shoes and follows her.

INT. STAIRWELL - NIGHT

Moving with them as they make their way up the stair instead of down.

ALEX stumbles along after her, slipping his shoes on.
Listening to this deja vu with an uneasy feeling.

MEGAN
I couldn't sleep before. I was
thinking about what you said at
dinner. About how you think Neil
found what he was looking for here
in the hotel.

INT. HOTEL HALLWAY - NIGHT

Dark and deserted. Blocked off for renovation. Electric wires
hang down from the ceiling.

MEGAN switches on the flashlight she carries.

Moving with them as they make their way down the hall.

MEGAN
...then I remembered this one area
Neil never let me go when the
renovation started.

ALEX
(cutting her off)
I know! He never let you up
there. It wasn't safe. He was
worried you might get hurt.

She glances over at him, amazed.

MEGAN
How did you know?

ALEX
Just call it intuition!

Now it's her turn to feel uncomfortable. She stops at a small door and hesitates...

MEGAN
(turning back to him)
You know what's in here don't you?

ALEX places his hand on the door and a cold sharp pain shoots through him with a flashing psychic image.

INT. ATTIC WORKSHOP - DAY (FLASHBACK)

The old puppetmaster pulls the trigger and the gun blows away half of his head!

INT. HOTEL HALLWAY - NIGHT

ALEX yanks his hand from the door and grimaces from the painful image as it quickly fades.

ALEX
...I think so.

MEGAN turns the doorknob and opens the door.

INT. ATTIC WORKSHOP - NIGHT

The dark dusty interior is caught in the scanning beam of her flashlight.

The ancient artifacts and writings are scattered around the workbench...

The floorboards have been ripped up - revealing the hiding place.

The ornate puppet case stands open against the wall, empty...

...all the PUPPETMASTER'S tools and prints are carefully arranged on a table...

Panning back to MEGAN and ALEX as they enter.

ALEX
(gazing around in
awe)
My, God! He really found it!
(crossing to inspect
the artifacts)
It's all here!

MEGAN lights a candle on the workbench and picks up an old weathered handbook.

MEGAN
Andre Toulon's diary is here.
I've been reading it.

While ALEX inspects the writings, MEGAN flips to a page in the diary that she's dog-eared.

MEGAN
Listen to this. "Today I gave them life. I love them like all my other children... but I fear what they are capable of. Like the others they mirror the soul of their master. With me, they are harmless... But they will reflect the soul of evil if they fall into the hands of evil."

ALEX inspects the empty case.

ALEX
(tensing)
The puppets aren't here.

He suddenly turns back to her as another psychic flash reveals something even more disturbing to him!

QUICK SERIES OF FLASHBACKS

FRANK'S face at the dinner table.

FRANK
...to breath life into inanimate things.

ROWENA's face at the dinner table.

ROWENA
...spent his whole life in search of the third power.

The puppet man removes his mask. It's GALLAGHER'S grinning face of death...

ROWENA'S face in the hall.

ROWENA
...even the dead have their ways.

CLOSE ANGLE - ALEX

As he snaps out of the flashbacks with a sudden horrific realization.

ALEX
...Gallagher!

DANA'S bloodcurdling scream shatters the silence from somewhere below them in the hotel and ALEX grabs MEGAN'S hand!

ALEX
Come on!

INT. HALLWAY - NIGHT

ALEX and MEGAN run down the hall -- half stumbling in the dark.

INT. STAIRWELL - NIGHT

They race down the stairs two at a time!

INT. FIRST FLOOR HALL - NIGHT

They emerge from the stairwell and run down the hall banging on the other guest's doors. No one responds.

He takes her by the hand again.

ALEX
Downstairs!

They head for the main staircase.

INT. LOBBY - NIGHT

ALEX and MEGAN appear at the head of the huge staircase and quickly descend...

...sliding across the tile floor of the lobby and coming to a stop.

Outside the storm rages. Inside everything is deathly silent.

Their eyes fall on the trail of blood that ROWENA left. It leads to the empty elevator shaft.

MEGAN
(calling out)
Theresa!

Silence answers.

ALEX starts towards the off lobby. MEGAN follows.

Moving with them as they cross into the off lobby.

The faint light from flickering candles can be seen coming from the salon.

They hesitate... and then slowly enter the salon.

INT. SALON - NIGHT

ALEX and MEGAN stop dead in their tracks at the unsettling sight!

The blood soaked bodies of FRANK, CARISSA, ROWENA and THERESA sit limply in chairs near the casket. Their bloated death masks glaring back at ALEX and MEGAN through lifeless eyes.

What's even more frightening is what sits in their laps... four of the puppets, stiff and inanimate.

The fifth puppet, BLADE stands atop the casket, like a harmless wood carving.

ALEX and MEGAN slowly approach the casket... their breath suddenly taken away by the sight of DANA'S freshly killed body lying in the coffin where GALLAGHER used to be. Her neck has been SLASHED from ear to ear... and her stuffed dog sits next to her head.

ALEX
(turning away)
Let's get out of here!

As they both turn to leave they suddenly freeze!

Standing in the doorway of the salon is GALLAGHER! The living corpse! His bloodshot eyes riveted on them with maniacal glee! His voice tinged with a wet hollow tone.

GALLAGHER
What's the hurry?
(a slashing grin)
...long time no see, Alex!

His devilish eyes find MEGAN.

GALLAGHER
You look frightened.
(a sick sarcasm)
Don't you love me anymore?

MEGAN
(faint)
You died.

GALLAGHER
Yes, I did.
(a beat)
I'm dead.

MEGAN can only just stare at GALLAGHER with total disbelief.

MEGAN
I don't understand.

GALLAGHER
(sardonic)
Explain it to her, will you, Alex?
She always was a bit thick when it
came to metaphysics.

ALEX just stands there, mesmerized.

GALLAGHER
...What's a matter, Alex? Cat got
your tongue?

ALEX snaps out of it, gazes around at the puppets, and then
back at GALLAGHER as it all falls into place.

ALEX
He killed himself.
(beat)
...and then with the power of the
philosopher's stone... he brought
himself back to life.

GALLAGHER
Not exactly... but close enough.
I wouldn't call this life, as you
know it. More like... an
unlimited source of energy.

MEGAN
Why?

GALLAGHER

Why?

(shrugging)

...why not?

ALEX

Because he's mad.

GALLAGHER reels at the notion.

GALLAGHER

Mad? Do I detect a teensy weensy bit of jealousy? Just because I found Toulon's secret and you and the others didn't... suddenly I'm mad?

ALEX

What would you call a man who commits suicide and then uses the greatest of all magical gifts to resurrect himself as some pathetic vestige of walking death.

Anger flashes in GALLAGHER'S bloody eyes as he shoots a bony finger of accusation at ALEX.

GALLAGHER

You... are a fool!

(a wave of a hand at the corpses)

The brightest of that pitiful lot, granted. But still a fool.

He slowly circles around them towards the casket.

GALLAGHER

What you see in me is greater than life. Because life eventually ends in death. For me there is no end.

ALEX

You mean no natural end.

GALLAGHER smiles -- catching the drift.

GALLAGHER

It would take the total destruction of this body. Something you're not capable of, my boy. So don't even entertain the thought. I'm stronger than I ever was in life.

ALEX
This is unholy!

GALLAGHER
(scoffing)
Don't get religious on me, Alex.
It doesn't suit you.

GALLAGHER stops at the casket and strokes the stuffed dog.

ALEX
(a flash of anger)
It's unholy to use the power of
the stone like this!

GALLAGHER
Who says? Who made you the keeper
of right and wrong?
(picking up the
stuffed dog)
Besides... Toulon tried it on
organic matter too. On small dead
animals. It was his experiments
that convinced me to take it the
ultimate step.

Opening his arms to indicate himself.

ALEX
That doesn't make this right!

GALLAGHER suddenly takes the dog and hurls it across the room.

GALLAGHER
You think small, Alex. It's
another of your weaknesses!

He crosses behind the chairs with the corpses.

ALEX
It's an inherent problem with
sanity.

GALLAGHER stops behind CARISSA, unamused.

GALLAGHER
(with contempt)
You just don't understand, do you?
That's what life does to us -- it
offers only what it can and blinds
us to all the other options.

ALEX
(buying time)
No, I don't understand it. Why
don't you explain it to me.

ALEX draws MEGAN close, trying to relieve her fear.

GALLAGHER
(sneering)
How touching. See? That's a
perfect example of what I mean.
You're attracted to my wife,
although God only knows why. The
point is, it'll only lead to
disappointment. Especially in
your case, because you'll both
soon be dead. But let's assume it
happened under different
circumstances.
(smiling)
Boy meets girl. They fall in
love. Boy asserts dominant
attitude, which is only natural.
And the first thing you know, girl
rejects him.

He lifts CARISSA'S chin up and caresses her stone cold grey
cheek.

GALLAGHER
That's the world of the living.
But in my world that doesn't
happen.
(his hand creeps down
and caresses her
breast)
I'm the master. For the master
there's no disappointment. No
rejection... no denial.

MEGAN turns her head away in disgust. Her whole body trembling
with revulsion.

ALEX
(sickened)
This is immoral!

GALLAGHER rocks his head back with a maniacal outburst of
laughter and crosses back behind the coffin.

GALLAGHER
Yes... I know! Isn't it
wonderful?

ALEX
(a fit of anger)
You didn't have to kill them!

GALLAGHER suddenly stops laughing and glares back at ALEX and
MEGAN. A hint of real insanity glimmering in his dead eyes.

GALLAGHER
Oh, yes I did! We were joined by
our thoughts. Sooner or later one
of you would've realized that I
found Toulon's secret. I had to.
bring you here.
(with disdain)
... besides, I'm tired of playing
with these fucking little wooden
stumps!

QUICK CLOSE ANGLE - BLADE PUPPET

He moves for the first time. His head turning towards
GALLAGHER... and even though his painted expression is fixed...
there seems to be a hint of anger in it.

Nobody notices the slight action.

ANGLE - ALL

ALEX senses GALLAGHER'S growing impatience and tries to play
for time to think of something.

ALEX
How did you find it? What lead
you here?

GALLAGHER relaxes -- fixing his eyes on ALEX.

GALLAGHER
(smiling again)
Actually, it was you, Alex. The
others helped of course. But
you're the one who first projected
this old dump in a dream session.
Do you remember?

ALEX tries, but the memory doesn't surface.

ALEX
 (shaking his head)
 ...no.

GALLAGHER
 I don't think so. That's another
 of your weak points. You're not
 very good at interpreting your
 power so you tend to overlook some
 details.

(shooting a look of
 disgust at MEGAN)
 ...the trouble was, her fucking
 parents were in the way in the
 beginning.

(smiling again)
 But I soon took care of that
 problem with a nifty little
 accident. After that, it was, as
 they say, "all down hill."

The realization strikes like a knife in MEGAN'S heart.

MEGAN
 (stunned)
 You killed my parents?

GALLAGHER
 (a wry glance at
 ALEX)
 See what I mean about being thick?

She lunges at him in a rage, but he reacts with almost
 superhuman speed and strength -- catching her with a powerful
 backhand to her face that sends her staggering across the room
 and crashing to the floor.

ALEX rushes to help her! She cries in agony!

QUICK ANLES ON THE PUPPETS

MS. LEECH turns her head at MEGAN...

TUNNELER'S head spins in MEGAN'S direction...

PINHEAD sits up...

THE JESTER turns to her as his face shifts from a smile to a
 frown...

BLADE'S head turns towards MEGAN as her crying stops... and
 then he turns back at GALLAGHER.

TILTING UP to GALLAGHER as he catches BLADES'S malevolent look.

GALLAGHER

(angered)

What the hell are you looking at?

With a swipe of his hand he knocks BLADE off the top of the casket into the satin interior next to DANA. Two razor sharp blades protrude from the puppet's vacant eye sockets in a flashing display of anger!

QUICK ANGLES - PUPPETS

They all turn back to GALLAGHER. With what almost seems like shock!

ANGLE - ALL

GALLAGHER steps out from behind the casket and crosses to ALEX and MEGAN.

GALLAGHER

In a way I'm really sorry that
it's come to this. The fact is,
out of everyone, you two are
probably my favorites.

He leans down and cups her chin in his cold hand, smearing the rivulet of blood from her mouth across her cheek.

GALLAGHER

(shaking his head in
mock disappointment)

...isn't that just how it always
works out, though?

ALEX grabs onto GALLAGHER'S coat.

ALEX

(pleading)

Do whatever you want to me, but
let her go! This has nothing to
do with her! No one will ever
believe her!

GALLAGHER glances down at ALEX's hand on his coat... and a sickly grin inches across his face.

GALLAGHER

You're still missing the point,
sport!

GALLAGHER delivers a crushing blow that sends ALEX reeling back across the floor.

MEGAN lunges at him again, but GALLAGHER hits her hard enough to knock her unconscious.

QUICK ANGLES - PUPPETS

They all suddenly stand!

ANGLE - GALLAGHER

Glancing back at the puppets.

GALLAGHER

Be patient! You'll get your turn.

ANGLE - ALEX

As he slowly struggles to get to his knees.

He looks up in agony and sees GALLAGHER'S demonic figure looming over him.

GALLAGHER

Half the fun is bringing things
back to life... the other half is
in killing them!

With an incredible of strength, he reaches down and picks ALEX up and delivers another crunching blow that sends him reeling back over a table.

Glass shatters! And lightning FLASHES outside with a deafening CRACK of THUNDER!

QUICK ANGLES - PUPPETS

Their anticipation intensifies -- becoming more animated!

ANGLE - ALEX

Blood pouring from his battered face. Fighting to stay conscious. He staggers to his wobbly feet with what's left of his strength, as GALLAGHER walks up to him with that grin still slashed across his face.

GALLAGHER

If it's any consolation, ALEX.
It's nothing personal.

The grin suddenly fades and GALLAGHER pistons a sledgehammer punch that crumbles ALEX!

QUICK ANGLES - PUPPETS

Raring to go!

ANGLE - ALEX AND GALLAGHER

As the madman leans down to finish the job...

...ALEX bloodied hand wraps around a chair leg and with the last ounce of strength in his body he swings it hard against the side of GALLAGHER'S head.

GALLAGHER stumbles back; momentarily dazed.

Behind him, the puppets wait for his orders.

He staggers for a split second...and then just as he is about to regain his senses, MEGAN smashes a large broken table leg across the back of his skull with a bone-shattering crunch!

GALLAGHER goes down! Taking the table of candles with him! Darkness!

MEGAN helps ALEX to his feet and they race for the lobby.

INT. HOTEL LOBBY - NIGHT

They stumble across the lobby in the dark to the front door.

It won't open!

MEGAN
(in a panic)
He's locked it.

They both freeze at the sound of little feet skittering across the floor of the lobby and scattering out in the darkness.

MEGAN screams!

ALEX clamps a hand over her mouth.

Everything goes silent! An unearthly quiet descends! A FLICKER of lightning... darkness again!

they listen intently -- eyes darting in fear about the shadows...

...no sounds! No movement!

ALEX steels himself and motions for MEGAN to follow.

They slowly make their way along the front wall to the elevator cage. He starts to step inside and a lightning flash illuminates the elevator from the outside window above in the shaft... long enough to reveal the PINHEAD puppet's pugged face glaring back at them as he hammers his fist into the elevator's emergency bell and the RINGING shatters the silence!

ALEX and MEGAN run across the lobby towards the entrance to the dining room -- skidding to a terrified stop as another lightning flash reveals the TUNNELER puppet and MS. LEECH blocking their way!

MEGAN grabs ALEX's hand and drags him away.

MEGAN

The stairs!

They run to the old staircase and ascend them two at a time!

Stopping dead near the top as yet another flash of the storm's electricity illuminates BLADE's vacant expression as he waits at the top of the stairs.

He whips out his stump and the gleaming flash of sharp steel snaps out of the end!

ALEX and MEGAN run back down the stairs and head for the only escape left...

... GALLAGHER suddenly appears, hulking in the entrance to the off lobby, illuminated by the explosion of a lit match as he lights a candle -- the JESTER puppet holds at his knee.

The JESTER's tiered head spins -- looking into a sly-grinned expression.

GALLAGHER's head oozes embalming fluid from his wounds and his eyes reflect pitiless hatred!

MEGAN

(screaming a final
plea)

Don't do this, Neil! For God's
sake, please don't do this.

GALLAGHER

(shrugging)

God's got nothing to do with it.

The JESTER puppet accidentally gets too close to GALLAGHER's leg and the candle flame singes the material.

GALLAGHER reacts with a fit of rage and kicks the JESTER across the floor!

He crashes against the wall and his three tiers spin to a lock out of place... scrambled. The top tier revealing the "sad-faced" JESTER, the middle tier revealing the "back" of the JESTER'S face, and the lower tier revealing the "terrified" JESTER).

QUICK ANGLES - THE OTHER PUPPETS

Heads spinning towards GALLAGHER in anger as they close in on ALEX and MEGAN.

ANGLE - GALLAGHER

Glaring back at the puppets.

GALLAGHER

At least now I can get rid of
these stupid puppets and replace
them with real flesh and blood...
so to speak.

He turns back to ALEX and MEGAN. With a long deep sigh.

GALLAGHER

What can I say?
(beat)
...it's dying time!
(shooting a look at
BLADE)
...now!

The puppets take a few more steps towards ALEX and MEGAN, but their heads are turned towards the JESTER as he desperately tries to fix his expression...

...and then BLADE suddenly stops.

The others glance back at him...

...and also stop.

They all turn towards GALLAGHER with expressionless faces.

ANOTHER ANGLE

GALLAGHER stares back at them with his superior contempt.

GALLAGHER
I said kill them!

They refuse to obey his order.

GALLAGHER
(furious)
Kill 'em you fucking little
cretins. OK I'll cut you into
firewood!

ANGLE - BLADE

His eyes shoot out their little blades in anger again and he shoots a look at PINHEAD.

ANGLE - PINHEAD

He suddenly clenches his powerful fists and starts towards GALLAGHER.

LOW ANGLE

That CAMERA POV as it breaks into a run -- streaks past ALEX and MEGAN's legs and slams into GALLAGHER'S knee with a bone crunching THUD!

ANGLE - GALLAGHER

He howls in agony as decomposed tissue and bone explode from his knee and his leg crumbles beneath him.

As he collapses to the floor the other puppets are on him in a flash!

He fights like a crazed animal, but he's outmatched...

... and a bloodbath results!

A maelstrom of glittering of steel as it slices through already dead flesh! Embalming fluid spurting everywhere! The whirring death from the TUNNELER! PINHEAD's mighty fists battering bone into pulp!

ANGLE - ALEX AND MEGAN

Staggering back from the horror! Splattered with embalming fluid and rotted flesh as GALLAGHER's screams echo through the hotel!

ANGLE - THE BATTLE

GALLAGHER's screams slowly weaken to a gagging sound and the CAMERA POV moves in to what's left of him.

As the TUNNELER steps away, we see BLADE and PINHEAD holding GALLAGHER's mouth open...

...as the CAMERA POV leans over him.

ANGLE - ALEX AND MEGAN

As they watch in shock!

ANGLE - GALLAGHER

MS. LEECH bend down over what is left of his face... and begins to retch up one of the slimy leeches!

ANGLE - ALEX AND MEGAN

As they turn away in repulsion!

ANGLE - GALLAGHER

His dying eyes wide with the last flicker of terror...

...as the slug plops out of MS. LEECH's mouth and disappears down his throat!

EXT. HOTEL - NIGHT

A crack of thunder buries his final scream and a bright slag of lightening FLASHES the frame to white...

...dissolving into sky blue...

...as the sounds of chirping birds FADE IN.

INT. ALEX'S YALE OFFICE - DAY

Sometime later.

Through the window we can see nothing but clear blue sky.

Pulling back to reveal ALEX, sitting at his desk, packing his books into boxes.

All around him are more shipping boxes full of his things. The office walls are bare.

He whistles while he works. None of the physical effects from his ordeal are apparent anymore.

In the b.g., his secretary suddenly pokes her head in the door.

SECRETARY

I've got that call you wanted!

He quickly puts his work aside and reaches for the phone.

ALEX

Thanks!

The secretary ducks out.

ALEX

(answering phone)

Hi! How's it going?

INT. BODEGA BAY HOTEL - MEGAN'S OFFICE - AFTERNOON

She's gazing out her office window at blue skies and a crowd of hotel guests milling around the front lawn.

MEGAN

(on phone)

Great! Business has been wonderful. It must be the good weather.

(beat)

... but I miss you.

INT. ALEX'S OFFICE - DAY

He smiles with a warm feeling.

ALEX

I miss you too. But it won't be long now. I'm just about packed and I've got a flight out of New York on Friday.

INT. MEGAN'S OFFICE - AFTERNOON

Her expression lights up.

MEGAN

What time Friday?

(a pause)

...I'll be there to pick you up.
I can't wait.

INT. ALEX'S OFFICE - DAY

A warm laugh.

ALEX

Me either.

(shifting the phone
to his other ear)

...by the way. How are the little
ones?

INT. MEGAN'S OFFICE - AFTERNOON

She turns away from the window and glances down at the floor.

HER POV

The PUPPETS are walking in circles like cute innocent toddlers
in nursery school. Banging on chair legs and everything near
with an assortment of wooden spoons and kitchen utensils.

The JESTER sits by himself in a big chair, trying to get his
three tiers to unscramble.

ANGLE - MEGAN

Smiling, not unlike a proud mother...or at least a
puppetmaster.

MEGAN

...staying out of trouble.

INT. ALEX'S OFFICE - DAY

Sitting back in his chair.

ALEX

...I love you.

INT. MEGAN'S OFFICE - AFTERNOON

She sits back in her chair with a contented look.

MEGAN

...I love you too.

CLOSE ANGLE - THE JESTER

As his tiers finally spin into position with a broad happy grin.

FREEZE:

THE END